

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Silverstone Resources Corp. (“**Silverstone**”)
Suite 1980, 1055 West Hastings Street
Vancouver, BC V6E 2E9

Item 2. Date of Material Change

March 12, 2009

Item 3. News Release

On March 12, 2009, Silverstone issued a press release relating to the material change described below. The press release was distributed by Marketwire.

Item 4. Summary of Material Changes

On March 12, 2009, Silverstone announced that it has entered into an acquisition agreement (the “**Acquisition Agreement**”) dated as of March 11, 2009 with Silver Wheaton Corp. (“**Silver Wheaton**”) pursuant to which Silver Wheaton will acquire all of the issued and outstanding common shares of Silverstone (“**Silverstone Shares**”) on the basis of 0.185 of a share of Silver Wheaton for each Silverstone Share pursuant to plan of arrangement under the provisions of the *Business Corporations Act* (British Columbia).

Item 5. Full Description of Material Change

See the press release attached as Schedule “A”.

Details regarding the terms of the transaction are also set out in the Acquisition Agreement, a copy of which has been filed on Silverstone’s profile on SEDAR concurrently with this Material Change Report.

Item 6. Reliance on subsection 7.1(2) and (3) of National Instrument 51-102

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

The following senior officer of Silverstone is knowledgeable about the material change and may be contacted by any of the Securities Commissions in respect to the change:

Darren M. Pylot, President and Chief Executive Officer

Telephone: (604) 637-8151

Fax: (604) 688-2180

Item 9. Date of Report

March 13, 2009

SCHEDULE "A"
PRESS RELEASE



SILVERSTONE RESOURCES TO BE ACQUIRED BY SILVER WHEATON CORP.

Dated: March 12, 2009

TSX:V:SST

Vancouver, British Columbia – Silverstone Resources Corp. (“Silverstone”) (TSX-V: SST) and Silver Wheaton Corp. (“Silver Wheaton”) (TSX, NYSE: SLW) today announced that they have entered into a definitive agreement pursuant to which Silver Wheaton will acquire by way of a plan of arrangement all of the outstanding common shares of Silverstone in exchange for 0.185 common shares of Silver Wheaton for each common share of Silverstone.

Based on the 20-day volume-weighted average of Silver Wheaton’s common shares of C\$8.58, the transaction value per Silverstone common share is C\$1.59, and the total transaction value is approximately C\$206 million. This represents a premium of 40% based on the 20-day volume-weighted average of both companies’ common shares on the TSX for Silver Wheaton and the TSX Venture for Silverstone. Silverstone’s board of directors and officers along with Capstone Mining Corp. (“Capstone”), its largest shareholder (representing an aggregate of 30.5 million shares (24%) of Silverstone, fully diluted), have entered into support agreements in respect of the transaction. Based on a recommendation from a special committee of independent directors of Silverstone (the “Special Committee”) the unconflicted members of Silverstone’s board of directors have unanimously supported the transaction and recommend the shareholders of Silverstone vote their shares in favour of the offer.

Highlights of the Transaction

- **Immediate premium** for Silverstone shareholders
- Silverstone shareholders to have an **ownership stake in the largest silver streaming company in the world**
- Exposure to Silver Wheaton’s **organic silver sales growth profile** with long life, low cost and high quality mines all located in politically stable jurisdictions, including Goldcorp’s world-class Peñasquito mine in Mexico which is now in production and is expected to be Silver Wheaton’s growth engine for years to come
- Significantly **increased diversification** by geography, counterparty and primary metal
- Silverstone shareholders to **participate in Silver Wheaton’s continued growth** and potential re-rate of Silver Wheaton’s valuation
- Significantly **enhanced trading liquidity** on both the Toronto and New York Stock Exchange

“Silverstone welcomes this acquisition by Silver Wheaton as we believe this transaction benefits Silverstone shareholders, allowing them to participate in a larger, more diversified silver stream company with access to greater amounts of capital and liquidity. As a result of this transaction, Silverstone shareholders through the combined

Company, will benefit from Silver Wheaton's growth profile including Goldcorp's world class Peñasquito mine and unique position as the largest silver stream company in the world," said Darren Pylot, President and Chief Executive Officer of Silverstone.

Transaction

The transaction will be carried out by way of statutory plan of arrangement whereby Silver Wheaton will acquire all of the issued and outstanding shares of Silverstone, and Silverstone will become a wholly-owned subsidiary of Silver Wheaton. Full details of the offer will be included in the Management Information Circular to be filed with the regulatory authorities and mailed to Silverstone shareholders in accordance with applicable securities laws.

Under the transaction, Silver Wheaton will acquire all of the issued and outstanding shares of Silverstone in consideration for the issue of Silver Wheaton shares on the basis of 0.185 of a Silver Wheaton share for each Silverstone share. The number of Silver Wheaton shares received upon exercise, and the exercise price, of Silverstone's outstanding options and warrants, will be adjusted proportionately to reflect the share exchange ratio. On a pro forma fully diluted basis Silver Wheaton will be held by approximately 93% of existing Silver Wheaton shareholders and 7% by existing Silverstone shareholders. The total number of Silver Wheaton common shares outstanding will be approximately 310 million, on a pro forma basis.

Capstone and directors and officers of Silverstone, holding an aggregate of 24% of the outstanding shares of Silverstone (fully diluted, including special warrants), have agreed to support and vote in favour of the transaction.

The definitive agreement entered into in connection with the transaction includes a commitment by Silverstone not to solicit alternative transactions to the proposed transaction. If the acquisition agreement is terminated in certain circumstances, Silverstone has agreed to pay Silver Wheaton a termination fee of C\$6 million. Each party has also been provided with certain other rights, representations and warranties and covenants customary for a transaction of this nature and Silver Wheaton has the right to match competing offers made to Silverstone.

Advisors

Silverstone's financial advisor is Canaccord Adams and its legal counsel is Blake, Cassels & Graydon LLP. Silver Wheaton's financial advisor is Genuity Capital Markets and its legal counsel is Cassels Brock & Blackwell LLP.

Fairness Opinion

The board of directors of Silverstone and the Special Committee have **received a fairness opinion** from Scotia Capital Inc. in respect of the transaction and are **recommending Silverstone shareholders vote in favour of the transaction**. Silverstone expects to mail the Management Information Circular in April 2009. The transaction is subject to the approval of not less than 66 2/3% of the shares of Silverstone voted with respect to the transaction at a meeting of Silverstone shareholders and certain customary conditions, including receipt of all necessary court and regulatory approvals and third party consents. The transaction is expected to close by the end of May 2009.

About Silver Wheaton

Silver Wheaton is the largest public company with 100% of its operating revenue from silver production. Silver Wheaton expects, based upon its current agreements, to have annual silver sales of 15 to 17 million ounces in 2009, increasing to approximately 30 million ounces in 2013, without any capital expenditures being required to generate that growth.

Silver Wheaton has nine long term agreements to purchase silver production from low-cost, well-managed and high-quality mining operations, all located in politically safe jurisdictions. In 2008, greater than 85% of silver sales were generated from its three core assets – the Luismin, Yauliyacu and Zinkgruvan mines. Each of these mines is a low-cost producer, has been in continuous production for over 100 years and has survived through numerous commodity cycles. Silver Wheaton's core asset base of silver from high quality mines continues to grow with Goldcorp Inc.'s ("Goldcorp") Peñasquito mine. Soon to be Mexico's largest open pit mine, Peñasquito commenced production in 2008 and is expected to be Silver Wheaton's growth engine for many years to come.

Luismin Mines

The Luismin mines consist of the San Dimas, Los Filos and San Martin mines with the San Dimas mine, owned and operated by Goldcorp, being the most significant of the three. San Dimas has been in continuous operation for over 100 years and is a low cost producer of gold and silver. The San Dimas gold-silver deposit is one of the most significant precious metal deposits in Mexico with historical production from the San Dimas district estimated at 655 million ounces of silver and 9.33 million ounces of gold, affirming it as a world class epithermal mining province. Silver sales from the Luismin mines are forecast to be 5.7 to 6.2 million ounces in 2009 and the potential exists to significantly increase future silver production at the San Dimas mine as the mill has the capacity to increase throughput by more than 50% over 2008 levels.

Yauliyacu Mine

Yauliyacu is a low-cost zinc/lead/silver mine located in Peru, owned and operated by Glencore International, a private company and one of the largest base metals traders in the world. The mine has been in continuous production for more than 100 years and has the ability to transition between high and low grade ore, giving them an enormous competitive advantage in an environment of low base metals prices. In 2009, higher grade zinc and lead ore is expected to be processed, which should result in an increase in silver deliveries to Silver Wheaton. Silver sales from the Yauliyacu mine are forecast to be 2.9 to 3.5 million ounces in 2009.

Zinkgruvan Mine

The Zinkgruvan mine is owned and operated by Lundin Mining Corporation and is located in Sweden. This zinc/lead/silver mine is in the lowest cost quartile in its industry and has been in continuous production for more than 150 years. Infrastructure improvements in 2008 should increase 2009 production levels by approximately 10% with a further increase expected in 2010 once a new copper orebody is brought into production. Silver sales from the Zinkgruvan mine are forecast to be 1.8 to 2.1 million ounces in 2009.

Peñasquito Mine

The Peñasquito mine, owned and operated by Goldcorp, is soon to be Mexico's largest open pit polymetallic mine, and Silver Wheaton's engine of growth. The heap leach operation began producing silver in mid-2008 and the mill is forecast to begin production in mid-2009. In April 2007, Silver Wheaton agreed to purchase 25% of all the silver produced from the mine, over its entire life. Since completion of the agreement, silver reserves have increased 82%, and attributable silver production to Silver Wheaton's shareholders has increased 52% or 48 million ounces of silver, with additional increases anticipated in the near future. This does not take into account the vast underground potential, only just beginning to be fully recognized, and very likely to result in significant additional silver production in the years ahead. Once at full production capacity, Silver Wheaton is forecast to receive average annual silver deliveries of approximately 8 million ounces from the Peñasquito mine.

Other Assets

Silver Wheaton has several other high quality and long term silver stream agreements, each offering significant upside potential. These include European Goldfield's Stratoni Mine in Greece, Farallon Resources Ltd.'s Campo Morado mine in Mexico, Mercator Minerals Ltd.'s Mineral Park mine in the United States, Alexco Resource Corp.'s Keno Hill project in Canada, and Aurcana Corporation's La Negra mine in Mexico.

2009 and Five Year Silver Sales Forecast

Silver Wheaton estimates, based upon its current agreements, to have annual silver sales of 15 to 17 million ounces in 2009, increasing to approximately 30 million ounces by 2013. Mine-by-mine forecast 2009 silver sales are as follows:

Mine	2009 Silver Sales Forecast ('000 ozs)
Luismin*	5,700 – 6,200
Yauliyacu	2,900 – 3,500
Zinkgruvan	1,800 – 2,100
Stratoni	1,600 – 1,700
Peñasquito - heap leach	800 – 1,000
- mill	600 – 700
Campo Morado, Mineral Park, La Negra	1,600 – 1,800
Total	15,000 – 17,000

* includes the San Dimas, Los Filos and San Martin mines

As several mines continue to ramp up production throughout 2009, silver sales are anticipated to be more heavily weighted towards the second half of the year. Silver sales are forecast to be approximately 3 million ounces in the first quarter of 2009.

About Silverstone

Silverstone's core assets consist of agreements to purchase silver and gold from Capstone's Minto mine in Canada and silver from its Cozamin mine in Mexico, as well as silver from Lundin Mining Corporation's ("Lundin Mining") Neves-Corvo mine in Portugal.

Minto Mine

Capstone owns the high grade Minto copper-gold-silver mine in Yukon, Canada, which was built on budget and ahead of schedule in 2007. The Minto mine is one of the highest-grade open pit copper mines in the world, and is a low cost producer. Since commencing production in 2007, the Minto mine has undergone two successful expansions, more than doubling production levels. With a significant growth in resources since 2007, Capstone plans to complete a pre-feasibility study by the end of 2009 targeting an additional mill expansion of approximately 50%. The Minto mine is forecast to produce approximately 290,000 ounces of silver and 31,000 ounces of gold in 2009.

Silverstone has the right to purchase all of the silver and gold production from the Minto mine for the lesser of US\$3.90 per ounce of silver and US\$300 per ounce of gold (subject to an annual 1% inflationary adjustment after 3 years) or the prevailing market price per ounce of silver or gold delivered. If production from the Minto mine exceeds 50,000 ounces of gold per year in the first two years of the agreement, or 30,000 ounces of gold per year thereafter, Silverstone is entitled to purchase only 50% of the amount in excess of those thresholds.

Cozamin Mine

Capstone owns the high grade, low-cost, underground Cozamin copper-silver-lead-zinc mine located in Zacatecas State, Mexico. The mine has undergone two expansions since its commissioning in 2006, tripling production levels. Exploration success has led to significant resource increases over the last few years and excellent potential exists to continue this expansion. Cozamin is forecast to produce approximately 1.5 million ounces of silver in 2009.

Silverstone has the right to purchase 100% of the silver production from the Cozamin mine until 2017 for the lesser of US\$4.00 per ounce of silver (subject to an annual 1% inflationary adjustment after 3 years) or the prevailing market price per ounce of silver delivered.

Neves-Corvo Mine

Lundin Mining owns the high grade underground Neves-Corvo copper-zinc-silver mine located in Portugal, which has been in continuous production since 1989. The copper mill has a throughput capacity of 2.2 million tonnes per annum and Lundin Mining has recently converted the smaller zinc circuit to handle additional copper ores. Neves-Corvo is forecast to produce approximately 500,000 ounces of silver in 2009.

Silverstone has the right to purchase 100% of the life of mine silver production from the Neves-Corvo mine for the lesser of US\$3.90 per ounce of silver (subject to an annual

1% inflationary adjustment after 3 years) or the prevailing market price per ounce of silver delivered.

Other Assets

Silverstone also owns other assets which offer long-term growth potential. Adjacent to the Neves-Corvo copper deposits is the world-class Lombador zinc-lead-silver deposit, which Lundin Mining is currently advancing to a feasibility study, with a goal of commencing production in 2012. This would lead to increased silver production from the Neves-Corvo mine. Also located in Portugal, Silverstone has a silver stream agreement with MTO Holdings' zinc-lead-silver Aljustrel mine, which is currently under care and maintenance until base metal prices improve.

Silverstone holds a convertible debenture with Aquiline Resources, convertible into an agreement to purchase 12.5% of the life of mine silver production from a portion of the Navidad project in Argentina. In addition, Silverstone holds a right of first refusal to purchase any silver or gold streams from Capstone's high-grade Kutcho copper-zinc project in Canada, which is advancing towards production.

Conference Call

Silverstone will host a conference call on Thursday March 12, 2009 at 9:00am PST (12:00pm EST) to discuss this transaction. The conference call may be accessed by dialing 1.866.365.1119 in North America or 1.416.849.7329 internationally. Please ask for the Silverstone Resources Corp. conference call. The conference call will be archived for later playback until March 19, 2009 and can be accessed by dialing 1.866.501.5559 and the passcode is 21301063#.

CAUTIONARY NOTE REGARDING FORWARD LOOKING-STATEMENTS

This news release contains "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the future price of silver, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, reserve determination and reserve conversion rates. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Assumptions upon which such forward looking statements are based include that Silver Wheaton and Silverstone will be able to satisfy the conditions in the definitive agreement, that the due diligence investigations of each party will not identify any materially adverse facts or circumstances, that the required approvals will be obtained from the shareholders of each of Silver Wheaton and Silverstone, that all third party regulatory and governmental approvals to the transactions will be obtained and all other conditions to completion of the transaction will be satisfied or waived. Many of these assumptions are based on factors and events that are not within the control of Silver Wheaton and Silverstone and there is no assurance they will prove to be correct. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Silver Wheaton and Silverstone to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the integration of acquisitions, the absence of control over mining operations from which Silver Wheaton and Silverstone purchase silver and gold and risks related to these mining operations, including risks related to international operations, actual results of current exploration activities, actual results of current reclamation activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, as well as those factors discussed in the section entitled "Description of the Business – Risk Factors" in Silver Wheaton's annual information form for the year ended December 31, 2007 incorporated by reference into Silver Wheaton's Form 40-F on file with the U.S. Securities and

Exchange Commission in Washington, D.C. and although Silver Wheaton and Silverstone have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Silver Wheaton and Silverstone do not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

For further information, please contact:

Chris Tomanik or Mark Patchett

Investor Relations

Silverstone Resources Corp.

Tel: 1-866-684-8894

Email: ctomanik@silverstonecorp.com or mpatchett@silverstonecorp.com

Website: www.silverstonecorp.com